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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FEB 23 2004 5

Federal Communications Commission
Office of the Secretary W7C

In the Matter of)

AMERICASKY CORPORATION)

File No. ITC-T/C-2005 _____

Application for authority pursuant
to Section 214 of the Communications
Act of 1934, as amended, for the Transfer of
Control of AmericaSky, an authorized US.
International Carrier, from
Telecom Italia International, N.V.
to Almendral, S.A.)

**APPLICATION FOR A TRANSFER OF CONTROL OF INTERNATIONAL SECTION
214 AUTHORIZATION**

INTRODUCTION

AmericaSky Corporation ("AmericaSky" or "Applicant"), by its undersigned attorneys and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Section 63.24 of the Commission's rules, 47 C.F.R. §§ 63.24, hereby requests approval for a transfer of control of its international Section 214 authorization from Telecom Italia International, N.V. ("TII") to Almendral, S.A. ("Almendral").

As described below, Almendral will acquire from TII, through a stock purchase agreement (the "Stock Purchase Agreement"), a controlling interest in Empresa Nacional de Telecomunicaciones, S.A. ("ENTEL-Chile"), a Chilean corporation (hereinafter, the "Transaction"). ENTEL-Chile holds a 100 percent ownership interest in ENTEL International B.V.I. Corporation ("ENTEL BVI."), a company organized under the laws of the British Virgin Islands, which in turn, has a 20% direct ownership interest in AmericaSky. In addition, ENTEL BVI owns 100% of ENTEL USA Holdings, Inc. ("ENTEL USA"), a U.S. Corporation,

which in turn, has an 80% direct ownership interest in AmericaSky. Thus, as a result of the Transaction, Almendral will acquire an indirect controlling interest in AmericaSky. Although the indirect controlling interest in AmericaSky's ultimate parent will change, AmericaSky will continue to provide services to its existing United States customers under existing service arrangements pursuant to its Section 214 authority granted by the Commission. The proposed Transaction, therefore, will be seamless to AmericaSky's customers. Attached hereto as Exhibit A are organization charts that illustrate the current corporate structure of the parties and the structure that will exist immediately following consummation of the proposed transfer of control.

I. DESCRIPTION OF THE PARTIES

A. Telecom Italia International, N.V. (Transferor)

TII, a Netherlands corporation headquartered in Amsterdam, The Netherlands, is a wholly-owned subsidiary of Telecom Italia S.p.A. ("Telecom Italia"), one of the world's largest fixed telecommunications operators. Telecom Italia is incorporated as a joint stock company under the laws of Italy. In addition to its wireline operations, Telecom Italia, through its subsidiary Telecom Italia Mobile S.p.A., is also one of the largest mobile telecommunications operators in Europe. With significant international telecommunications investments in Europe and Latin America, Telecom Italia and its subsidiaries also provide data services, satellite telecommunications services, and information technology software and services.

TII holds a 54.76% voting interest in the stock of ENTEL-Chile. ENTEL-Chile, a corporation organized under the laws of Chile, with headquarters in Santiago, Chile, is one of the largest long distance carriers in Chile and is a pioneer in the privatization of Latin America's telecommunications industry. ENTEL-Chile holds a 100 percent ownership interest

in (i) ENTEL BVI, which in turn, holds an 20 percent direct ownership interest in AmericaSky and a 100 percent interest in ENTEL USA, which in turn, holds a 80 percent ownership interest in AmericaSky. In addition, ENTEL-Chile is not a dominant carrier. In fact, the Commission has expressly determined that "ENTEL-Chile has no control over bottleneck services or facilities that can be used to discriminate against unaffiliated U.S. carriers terminating traffic in Chile."¹

B. AmericaSky Corporation (Licensee)

AmericaSky, ENTEL-Chile's indirect wholly-owned subsidiary, is a corporation organized under the laws of the State of Florida, with headquarters at 4045 NW 97th Avenue, Miami, Florida 33178. AmericaSky maintains and operates two earth station facilities licensed by the Commission for domestic and international fixed satellite services.² AmericaSky uses its earth stations to provide satellite earth station capacity for international traffic of other Commission-authorized common carriers pursuant to its Section 214 authorization.³

¹ See *Americatel Corporation, Petition for Expedited Modification of Regulatory Status from Dominant to Non-Dominant for International Communications Services with Chile; Application for Authority to Establish and Operate Facilities for the Provision of Interconnected and Non-Interconnected Private Line Service, and to Provide on a Resale Basis Interconnected and Non-Interconnected Private Line Services Between the United States and Chile*, Order and Authorization, 11 FCC Rcd 9995, File Nos. I-S-P-96-002, I-T-C-96-263, at ¶ 11, rel. Aug. 21, 1996.

² File No. SES-MOD-19950804-00604 (Callsign KA407); and File No. SES-MOD-19950804-00603 (Callsign KA412). Under separate cover, Applicant is relinquishing its authority under earth station license File No. SES-LIC-19940829-00744 (Callsign E940470).

³ Concurrent with this application, Applicant is also filing several other transfer of control applications with respect to the Commission licenses of AmericaSky and of AmericaSky's affiliate in connection with this Transaction. They include applications (i) for transfers of control of AmericaSky's earth station licenses (including a separately filed petition for declaratory ruling under Section 310(b)(4) of the Act that it is in the public interest to permit certain indirect foreign ownership of the earth station licenses); and (ii) transfers of

C. Almendral S.A. (Transferee)

Almendral is a publicly held corporation incorporated under the laws of Chile. Almendral is headquartered in Santiago, Chile and its shares are publicly traded in the Chilean Stock Exchange. Almendral's origins go back to 1921 when the Compañía Chilena de Electricidad ("Chilectra"), was born. Through the years, Chilectra experienced a series of changes, until its privatization in 1987. From 1987 through 2001, Almendral's predecessor, Chilquinta held investments in several basic services, including electric utilities, telecommunications, waste management and real estate. Since 2001, Almendral sold its interests in electric utilities and telecommunications companies and currently only holds portfolio companies in the waste management services and real estate areas. Almendral currently only has investments in Chile.

II. DESCRIPTION OF THE TRANSACTION

AmericaSky is owned (i) 80% by ENTEL USA, a U.S. corporation; (ii) 20% by ENTEL BVI, a company organized under the laws of the British Virgin Islands. In turn, both ENTEL USA and ENTEL BVI are indirectly and directly, respectively, wholly-owned subsidiaries of ENTEL-Chile, a domestic and international long distance carrier in Chile organized under the laws of Chile.

Through the Stock Purchase Agreement, Almendral will acquire a 54.76 percent voting interest in ENTEL-Chile from TII. As a result of the Transaction, Almendral will hold a direct or indirect controlling interest of 54.76 percent in ENTEL-Chile.⁴ Therefore, as shown

control of Americatel Corporation's domestic and international Section 214 authority.

⁴ Under the terms of the Stock Purchase Agreement, it is possible that all or part of the ENTEL-Chile shares to be acquired by Almendral will be held by a yet-to-be-formed Chilean wholly-owned subsidiary of Almendral (the "Subsidiary"). The insertion of a wholly-owned subsidiary as the holder of all or part of the stock of ENTEL-Chile will not affect the ultimate

graphically on Exhibit A, Almendral will acquire an indirect controlling interest in AmericaSky once the Transaction is consummated.

III. PUBLIC INTEREST STATEMENT

Approval of the proposed Transaction will serve the public interest. As a result of the proposed Transaction, AmericaSky will be backed by an entity (Almendral) with the financial means that will enable AmericaSky to continue to bring competitive integrated telecommunications services to consumers in the United States. Under the new Almendral ownership, the majority of AmericaSky's management team responsible for AmericaSky's day-to-day operations will remain with AmericaSky and will continue to be responsible for the operations of AmericaSky. Thus, the Transaction will not have a direct impact on the day-to-day management or operations of AmericaSky. Moreover, the proposed Transaction will be consummated in a seamless fashion, and will not in any way inconvenience or cause harm to any of AmericaSky's customers.

IV. REQUEST FOR EXPEDITED CONSIDERATION AND STREAMLINED PROCESSING

A. Request for Expedited Consideration

The transfer of the U.S. license requested herein is a small part of a larger transaction through which Almendral is acquiring 54.76% of ENTEL-Chile, a large international carrier based in Chile. AmericaSky is a small indirectly held subsidiary of ENTEL-Chile that primarily provides international services in the United States on a resale basis. As described below, due to Chilean securities laws, it is critical to the overall transaction that the parties be in a position to close the Transaction by March 25, 2005. Consummation of the proposed Transaction is

control of AmericaSky as described in this Application. To the extent any ownership interests of ENTEL-Chile will be ultimately held by such a Subsidiary, Applicants will promptly notify

contingent upon, among other things, approval of the requested transfer of control by the Commission. Therefore, the Applicant requests expedited Commission approval of the instant application, as far in advance of March 25, 2005 as possible.

Consummation of the proposed Transaction is not only contingent upon its approval by the Commission, but also on the satisfaction of other conditions. The Stock Purchase Agreement dated January 24, 2005 and executed by TII and Almendral is governed by the laws of Chile. Under Chilean securities laws, in the event the average of the market stock price of ENTEL-Chile goes below a certain threshold between the 90th and the 30th day preceding the closing of the Transaction, Almendral will be required to issue a mandatory tender offer (oferta pública de acciones) for the purchase of all of the shares of ENTEL-Chile. It is not Almendral's intention to purchase any shares of ENTEL-Chile other than the 54.76 percent to be acquired through the Stock Purchase Agreement. As such, under the Stock Purchase Agreement, a condition precedent to the closing is the failure to occur of an event that could trigger the launch of the mandatory tender offer. Thus, consummation of the proposed transaction is contingent upon the absence of such triggering event. Therefore, AmericaSky urges the FCC to act expeditiously on this application and in any event by no later than March 25, 2005.

Applicant emphasizes that the transfer of control of AmericaSky will be seamless and completely invisible to AmericaSky's customers. Consummation of the proposed Transaction will not result in the discontinuance, reduction, loss, or impairment of service to AmericaSky's customers. In addition, as discussed above, the proposed Transaction is governed by Chilean law which provides for a potential tender offer for all of the remaining shares of ENTEL-Chile if there are certain changes in the market stock price of ENTEL-Chile, which are likely to result if the

the Commission prior to the Closing.

closing is delayed for more than sixty (60) days after the execution of the Stock Purchase Agreement. Accordingly, the Applicant requests that the Commission commence its examination of the proposed Transaction immediately. Given the magnitude of the Transaction at hand, it is in the interest of all parties – AmericaSky, its customers, employees, and Almendral – that the Transaction be closed quickly. The parties have been mindful of the need to structure a transaction and proceed as quickly as possible to avoid any confusion or inconvenience to customers. The public interest would therefore support commencement of the review process as soon as possible and conclusion of the review in no more than sixty (60) days from the date hereof.

B. Request for Streamlined Processing

As discussed below, this application is eligible for presumptive streamlined treatment under Sections 63.12(c)(1)(i) and (ii) of the Commission's rules, 47 C.F.R. §§ 63.12(c)(1)(i),(ii), and AmericaSky hereby requests streamlined processing.

This Application is eligible for streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's rules⁵ for the following reasons:

First, following the Transaction, AmericaSky will continue to be affiliated, within the meaning of Section 63.09(e) of the Commission's Rules, 47 C.F.R. § 63.09(e), with ENTEL-Chile, a foreign carrier as that term is defined in Section 63.09(d) of the Commission's Rules, 47 C.F.R. § 63.09(d). However, the Commission has previously found that ENTEL-Chile lacks market power on the foreign end of the U.S. – Chile telecommunications route.⁶ Thus, this application is eligible for streamlined processing under Section 63.12(c)(1)(i) of the Commission's Rules with respect to the Applicant's affiliation with ENTEL-Chile.

⁵ 47 C.F.R. § 63.12(c)(1)(i), (ii).

Second, although AmericaSky is presently affiliated with Telecom Italia, Telecom Argentina S.A. ("Telecom Argentina"), Entel S.A. ("Entel-Bolivia"), and Empresa de Telecomunicaciones de Cuba S.A. ("ETECSA"), all of which are carriers presumed to possess market power on the foreign ends of their respective routes, AmericaSky acquired its affiliation with these carriers solely by virtue of its affiliation with TII (through TII's acquisition of the same interest in ENTEL-Chile that it is proposing to sell to Almendral), and, therefore, as a result of the Transaction, AmericaSky will no longer be affiliated with any of these carriers. Moreover, as a result of Telecom Italia's divestiture of its interest in Telecom Austria A.G. ("Telecom Austria") in 2004, AmericaSky is at present no longer affiliated with Telecom Austria. Therefore, following the Transaction, AmericaSky will no longer have any affiliation with a foreign carrier in Italy, Argentina, Austria, Bolivia or Cuba, and the provisions of Section 63.12(c)(1) of the Commission's Rules, 47 C.F.R. § 63.12(c)(1), will not apply to AmericaSky with respect to the U.S.-Italy, U.S.-Argentina, U.S.-Austria, U.S.-Bolivia, and U.S.-Cuba routes.

Finally, with respect to those carriers with which AmericaSky will retain an affiliation after the Transaction (*see* Section (j), below), AmericaSky will not be affiliated with any foreign carrier that the Commission has not previously determined lacks market power in that carrier's destination market. Additionally, no foreign carrier with which AmericaSky is affiliated has a 50% or greater market share in the international transport and the local access markets on the foreign end of its route, and AmericaSky's affiliates thus lack sufficient market power in their destination countries to affect competition adversely in the U.S. telecommunications market. Thus, AmericaSky qualifies for the presumption of non-

⁶ 11 FCC Rcd 9995, *supra* fn.1, at ¶ 11.

dominance with respect to those foreign carriers with which it has an affiliation under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), and this application therefore qualifies for streamlined processing under Section 63.12(c)(1)(ii).

Accordingly, given that (1) the Commission has previously determined that AmericaSky's affiliate, ENTEL-Chile, lacks market power in Chile, (2) AmericaSky will no longer be affiliated with carriers on the U.S.-Italy, U.S.-Argentina, U.S.-Bolivia, U.S.-Austria and U.S.-Cuba routes, and (3) AmericaSky qualifies for the presumption of non-dominance under Section 63.10(a)(3) of the Commission's Rules, 47 C.F.R. § 63.10(a)(3), on all routes where AmericaSky will be affiliated with a foreign carrier post-Transaction, this application is eligible for streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's rules, 47 C.F.R. § 63.12(c)(1)(i), (ii).

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's rules, in support of this application AmericaSky submits the following information from Section 63.18(a)-(d) for the Licensee, the Transferor and the Transferee, and from Section 63.18(h)-(p) for the Transferee:

Section 63.18 (Licensee, Transferor and Transferee) -

- (a) Name, address and telephone number of Licensee, Transferor and Transferee:

Licensee:

AmericaSky Corporation
4045 North West 97th Avenue
Miami, Florida 33178
(305) 717-0200

FRN No. 0004059069

Transferor:

Telecom Italia International, N.V.
1627 Strawinsky Laan
xx1077 Amsterdam, The Netherlands

FRN No. 0012583670

Transferee:

Almendral S.A.
Isidora Goyenechea 3642, Piso 4
Las Condes
Santiago, Chile
011 (562) 334-4815

FRN No. 0012585212

- (b) **Licensee:** AmericaSky is a corporation organized under the laws of the State of Florida.

Transferor: TII is a corporation organized under the laws of The Netherlands.

Transferee: Almendral is a corporation organized under the laws of Chile.

- (c) **Correspondence concerning this application should be sent to:**

Jean L. Kiddoo, Esq.
Troy F. Tanner, Esq.
Ulises R. Pin, Esq.
SWIDLER BERLIN LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645

- (d) **Licensee:** AmericaSky has received authority under Section 214 of the Act to use its duly licensed earth stations to provide earth station capacity to other common carriers. (See FCC File No. ITC-94-419).

Transferor: TII has not previously received authority under Section 214 of the Act.

Transferee: Almendral has not previously received authority under Section 214 of the Act.

Section 63.18 (Transferee) -

- (h) Following the completion of the proposed transactions, the following entities will directly or indirectly own 10% or more of the equity of AmericaSky:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
ENTEL USA Holdings, Inc. Av. Andres Bello 2687 Piso 14, Edificio El Pacifico Las Condes, Santiago Chile	80%	U.S.	Investment
ENTEL International B.V.I. Corporation Av. Andres Bello 2687 Piso 14, Edificio El Pacifico Las Condes, Santiago Chile	20%	British Virgin Islands	Investment

The following entity will hold a ten percent (10%) or greater ownership interest in each of ENTEL USA Holdings, Inc. and ENTEL International B.V.I. Corporation:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Empresa Nacional de Telecomunicaciones S.A. Av. Andres Bello 2687 Piso 14, Edificio El Pacifico Las Condes, Santiago Chile	100%	Chile	Telecommunications

The following entity will hold a ten percent (10%) or greater ownership interest in Empresa Nacional de Telecomunicaciones S.A.:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Almendral, S.A. Isidora Goyenechea 3642, Piso 4 Las Condes Santiago, Chile	54.76%	Chile	Holding Company

Almendral, S.A. is controlled by a group of its shareholders through a shareholders agreement dated as of January 24, 2005. The groups of shareholders that are parties to the shareholders agreement hold the following percentage of ownership interest in Almendral.

<u>Shareholders Group</u>	<u>Percentage of Ownership</u>
Fernandez Leon Group	15.036%
Hurtado Vicuña Group	11.227%
Matte Group	21.032%

Izquierdo Group	12.759%
Gianolli Group	6.309%
Consorcio Group	8.208%

TOTAL MAJOR SHAREHOLDERS	74.571%
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The remaining shares representing 24.429% of Almendral are distributed among numerous minority shareholders, none of which has a greater than ten percent (10%) ownership interest in Almendral.

Each of the shareholder groups are owned and controlled by the following persons:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
FERNANDEZ LEON GROUP			
Fernandez Leon Family ⁷	15.036%	Chile	Investment
Isidora Goyenechea 3642, Piso 7			
Las Condes			
Santiago, Chile			
HURTADO VICUÑA GROUP			
Hurtado Vicuña Family ⁸	11.227%	Chile	Investment
Avenida El Bosque Norte No. 130, Piso 14			
Las Condes			
Santiago, Chile			
MATTE GROUP			
Matte Family ⁹	21.032%	Chile	Investment
Teatinos No. 220, Piso 9			
Santiago, Chile			

⁷ The Fernandez Leon family is formed by Mr. Eduardo Fernandez Leon, his wife Valeria Mac Auliffe Granello, and their sons Eduardo Fernandez Mac Auliffe and Tomas Fernandez Mac Auliffe.

⁸ The Hurtado Vicuña family is formed by Messrs. Jose Ignacio Hurtado Vicuña, Maria Mercedes Hurtado Vicuña, Maria Victoria Hurtado Vicuña, Juan Jose Hurtado Vicuña, Jose Nicolas Hurtado Vicuña, and Pedro Jose Hurtado Vicuña.

⁹ The Matte Family is formed by Messrs. Patricia Matte Larrain, Eliodoro Matte Larrain and Berdardo Matte Larrain.

IZQUIERDO GROUP

Izquierdo Family ¹⁰	12.759%	Chile	Investment
Mar del Plata No. 2111			
Providencia, Chile			

GIANOLI GROUP

Gianoli Family ¹¹	6.309%	Chile	Investment
Isidora Goyenechea 3642, Piso 7			
Las Condes			
Santiago, Chile			

CONSORCIO GROUP¹²

Avenida El Bosque No. 180	8.208%	Chile	Investment
Piso 13			
Las Condes			
Santiago, Chile			

There are no other entities that will hold a 10% or greater direct or indirect interest in AmericaSky.

ANSWER TO QUESTION 12:

Almendral has no interlocking officers and directors with foreign carriers to report.

ANSWERS TO QUESTIONS 14 - 16, 18:

- (i) Almendral certifies that it is not a foreign carrier within the meaning of 63.09(d) of the Commission's Rules. Almendral is not directly affiliated, within the meaning of 63.09 of the Commission's Rules, with any foreign carriers. However, post-Transaction, Applicant will remain affiliated with the following foreign carriers (i) ENTEL-Chile; (ii) Americatel Centroamerica, S.A., a company organized under the laws of Panama; (iii) Americatel El Salvador, S.A. de C.V., a company organized under

¹⁰ The Izquierdo Family is formed by Messrs. Vicente Izquierdo Taboada, Roberto Izquierdo Menendez, Fernando Izquierdo Menendez, Diego Izquierdo Menendez, Rosario Izquierdo Menendez, Vicente Izquierdo Menendez, Santiago Izquierdo Menendez, Gonzalo Izquierdo Menendez, Carmen Izquierdo Menendez, Francisco Rodrigo Izquierdo Valdes, Jose Manuel Izquierdo Valdes, Luis Eduardo Izquierdo Valdes, Maria Josefina Izquierdo Valdes, Maria Teresa Izquierdo Valdes and Roberto Izquierdo Valdes.

¹¹ The Gianoli Family is formed by Messrs. Elina Patricia Gianoli Gainza and Sergio Pedro Gianoli Gainza.

¹² The Consorcio Group is formed by two principal shareholders: (i) Consorcio Corredores de Bolsa, S.A. and (ii) Compañia de Seguros de Vida Consorcio Nacional de Seguros, S.A. Each of these companies is owned in equal parts by (a) the Hurtado Vicuña Family, on the one part; and (b) Messrs. Eduardo Fernandez Leon and Jose Antonio Garces Silva, on the other part.

the laws of El Salvador; (iv) Americatel Honduras, S.A., a company organized under the laws of Honduras; (v) Americatel Guatemala, S.A., a company organized under the laws of Guatemala; (vi) Americatel Peru, S.A., a company organized under the laws of Peru; and (vii) ENTEL-Venezuela, S.A., a company organized under the laws of Venezuela.

(j) Almendral certifies that it, through AmericaSky, seeks to provide international telecommunications services to countries in which it has an affiliation with a foreign carrier as described in Section 63.18(j) of the Commission's Rules. None of AmericaSky's foreign affiliates is a dominant foreign affiliate in its home market.

(k) With the exception of ENTEL-Chile which has been previously classified as non-dominant by the Commission, each of the affiliates listed in paragraph (i) above is a relatively small company providing a limited range of services in their respective countries. These affiliates primarily provide international long distance services. Each of these affiliates has a relevant market share of less than twenty percent in its respective country, so these affiliated foreign carriers lack sufficient market power in their respective countries. Thus, Applicant satisfies Section 63.18(k)(2). The foreign carriers listed in Section (i) of this Application are based in countries that are Members of the World Trade Organization.

(l) Almendral, through AmericaSky, may resell international switched services of unaffiliated U.S. carriers in order to provide telecommunications services to other countries where AmericaSky has foreign carrier affiliations.

(m) Please refer to Section (i) above.

(n) Neither Almendral nor AmericaSky has agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

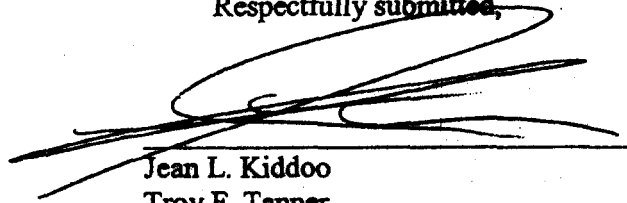
(o) Almendral certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

(p) This Application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(i) and (ii) of the Commission's Rules, as set forth in Section IV.B., above. As set forth above in Section IV.A., the proposed Transaction is a small part of a larger transaction through which Almendral is acquiring ENTEL-Chile, a large international carrier based in Chile. Moreover, as a result of the Transaction, AmericaSky will no longer be affiliated with dominant carriers on various U.S.-international routes.

V. CONCLUSION

For the foregoing reasons, AmericaSky respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application. AmericaSky respectfully requests expedited treatment to permit the parties to consummate the proposed transaction as soon as possible.

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to be 'Jean L. Kiddoo', is written over a horizontal line.

Jean L. Kiddoo
Troy F. Tanner
Ulises R. Pin
Swidler Berlin LLP
3000 K Street, N.W., Suite 300
Washington, DC 20007
(202) 424-7500 (Tel)
(202) 424-7645 (Fax)

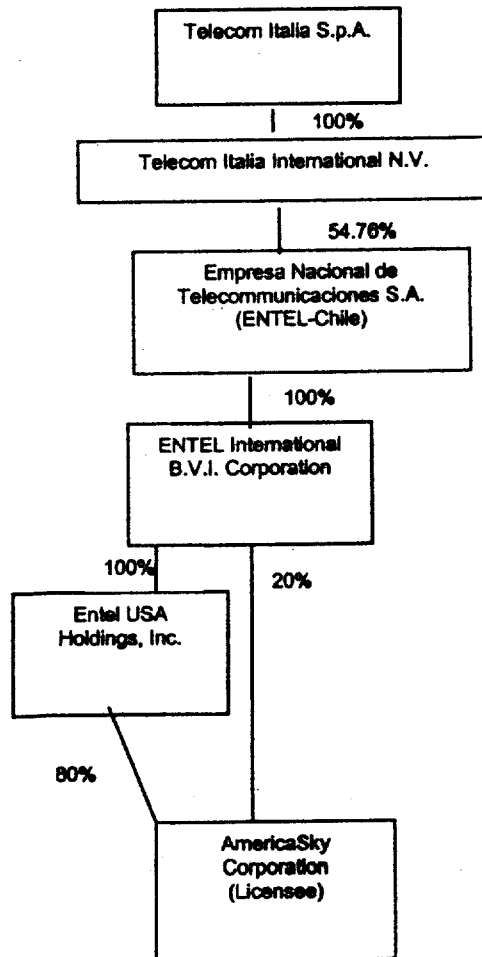
Counsel for AmericaSky Corporation

Dated: January 26, 2005.

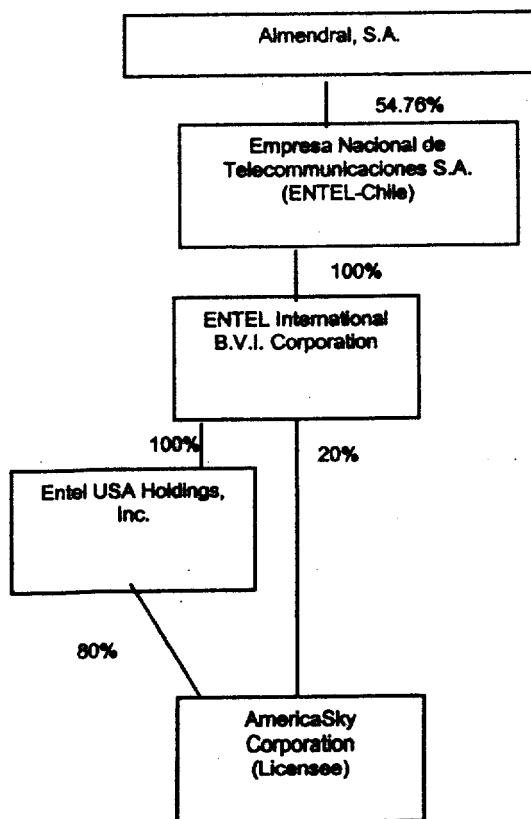
EXHIBIT A

Organization Charts

AmericaSky Corporation Ownership Pre-Transaction



AmericaSky Corporation Ownership Post-Transaction



CERTIFICATIONS

**CERTIFICATION**

I, ALEJANDRO VARGAS, DIRECTOR & CORPORATE SECRETARY of AmericaSky Corporation ("AmericaSky"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of AmeriSky, the Applicant in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Applicant is true and accurate to the best of my knowledge, and that the Applicant is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

By: 
Name: Alejandro Vargas
Title: Director & Corporate Secretary
AmericaSky Corporation

Date: January 25, 2005



CERTIFICATION

I, Michele Marcante, Chief Executive Officer of Telecom Italia International, N.V. ("Telecom Italia International"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Telecom Italia International, the Transferor in the foregoing application. I further certify that the information in the foregoing application, only to the extent that it pertains to the Transferor, is true and accurate to the best of my knowledge and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

By: M. Marcante
Name: Michele Marcante
Title: Chief Executive Officer
Telecom Italia International, N.V.

Date: January 25th, 2005

CERTIFICATION

I, ALVARO CORREA, CEO of Almendral, S.A. ("Almendral"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of Almendral, the Transferee in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferee is true and accurate to the best of my knowledge, and that the Transferee is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.

By: 

Name: Alvaro Correa

Title: *Gerente General*
Almendral, S.A.

Date: January 25, 2005